

Benz James W
 Form 4
 February 14, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Benz James W

2. Issuer Name and Ticker or Trading Symbol
 GENESEE & WYOMING INC
 [GWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 66 FIELD POINT ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/10/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Operating Officer

GREENWICH, CT 06830

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock, \$.01 par value	02/10/2011		A		3,400	A	\$ 29.41
					86,287 ⁽¹⁾	D	
Class A Common Stock, \$.01 par value	02/10/2011		A		19,705	A	\$ 29.41
					105,992 ⁽¹⁾	D	
Class A Common	02/10/2011		A		9,944	A	\$ 30.37
					115,936 ⁽¹⁾	D	

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Stock,
\$.01 par
value

Class A
Common

Stock,	02/10/2011		S	33,049	D	\$	51.8012	82,887 ⁽¹⁾	D
\$.01 par value						<u>(2)</u> <u>(3)</u>			

Class A
Common

Stock,	02/10/2011		S	40,000	D	\$	51.8486	42,887 ⁽¹⁾	D
\$.01 par value						<u>(2)</u> <u>(4)</u>			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 29.41	02/10/2011		M	3,400	⁽⁵⁾ 05/29/2011	Class A Common Stock, \$.01 par value	3,400
Stock Option (Right to Buy)	\$ 29.41	02/10/2011		M	19,705	⁽⁵⁾ 05/29/2011	Class A Common Stock, \$.01 par value	19,705
Stock Option (Right to Buy)	\$ 30.37	02/10/2011		M	9,944	⁽⁶⁾ 06/01/2011	Class A Common Stock, \$.01 par	9,944

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benz James W 66 FIELD POINT ROAD GREENWICH, CT 06830			Chief Operating Officer	

Signatures

Allison M. Fergus, Attorney in Fact for James W. Benz	02/14/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) All shares are held in a joint account with spouse.
The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (3) Represents the weighted average sales price for price increments ranging from \$51.50 to \$52.24.
- (4) Represents the weighted average sales price for price increments ranging from \$51.525 to \$52.21.
- (5) This option award was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning May 30, 2007.
- (6) This option award was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became fully vested on June 2, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.